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SCOTT M. BEHREN

ATTORNEY AT LAW

9008 N.W. 2nd Street

Plantation, FL 33324

(054) 452-0720

FILED

96 AUG -1 AM 9:37

July 28, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

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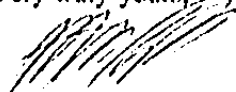
RE: E & W Auto Alarms and Tinting Inc.

To Whom It May Concern:

Enclosed please find duplicate copies of the Articles of Incorporation and Designation of Registered Agent, for the above referenced entity, to be filed in your office. Enclosed please also find a check in the amount of \$122.50 for a certified copy of the Articles of Incorporation. Please return the certified copy of the Articles to my attention.

If you have any questions regarding the same, please contact me.

Very truly yours,



SCOTT M. BEHREN

SMB/amf
Encl.

PK
8/2/96

ARTICLES OF INCORPORATION
OF
E & W AUTO ALARMS AND TINTING INC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation is E & W AUTO ALARMS AND TINTING INC.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

E & W AUTO ALARMS AND TINTING INC.
1329 N.W. 123rd Terrace
Pembroke Pines, FL 33026-3860

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9900 Stirling Road, Suite 100, Pembroke Pines, FL 33024 and the name of the registered agent of this corporation is Wendy G. Katz.

ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VII- INITIAL OFFICERS AND DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

Director and President/Treasurer: Wendy G. Katz
1329 N.W. 123rd Terrace
Pembroke Pines, FL 33026-3860

Director and Vice President/Secretary: Edward Mathews
1329 N.W. 123rd Terrace
Pembroke Pines, FL 33026-3860

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Scott M. Behren, Esq.
9908 N.W. 2nd Street
Plantation, FL 33324

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

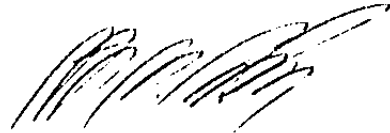
ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or director, to the full extent permitted by law.

ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 22 day of July, 1996.



SCOTT M. BEHREN

STATE OF FLORIDA
SS
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Scott M. Behren, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

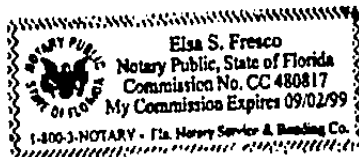
WITNESS my hand and official seal this 22 day of July, 1996.



Notary Public, State of Florida

Printed Name:

My commission expires:



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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted for compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, E & W AUTO ALARMS AND TINTING, INC., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Wendy G. Katz, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent

Wendy G. Katz
WENDY G KATZ

This instrument prepared by:

Scott M. Behren, Esquire
9908 N.W. 2nd Street
Plantation, FL 33324
FBN: 987786